



The State of Texas
Secretary of State

CERTIFICATE OF FILING
OF
ARTICLES OF INCORPORATION
FOR

THE WOODS OF SHAVANO COMMUNITY ASSOCIATION
CHARTER NO. W63806

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF THE ATTACHED FOR THE
ABOVE, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE
AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS
CERTIFICATE AND ATTACHES HERETO THE DUPLICATE ORIGINAL.

DATED JUL. 11, 1975



Mark H. White
Secretary of State

TMK

Filed in the Office of the
Secretary of State of Texas
This 11th day of July 1975
Deputy Director, Corporation Division

ARTICLES OF INCORPORATION

OF

THE WOODS OF SHAVANO COMMUNITY ASSOCIATION

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is THE WOODS OF SHAVANO COMMUNITY ASSOCIATION, hereinafter sometimes referred to as "corporation" or "association".

ARTICLE TWO

REGISTERED AGENT

The street address of the initial registered office of the corporation is 3003 N.W. Loop 410, San Antonio, Bexar County, Texas 78230, and the name of its initial registered agent at such address is M. M. HUGHES, JR.

ARTICLE THREE

NONPROFIT

The corporation is a nonprofit corporation.

ARTICLE FOUR

DURATION

The corporation shall exist perpetually.

ARTICLE FIVE

PURPOSE

This corporation is organized exclusively for pleasure, recreation and other nonprofit purposes, but not for profit. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individ-

ual, no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SIX

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jesse A. Baker	3003 N.W. Loop 410 San Antonio, Texas 78230
M. M. Hughes, Jr.	3003 N.W. Loop 410 San Antonio, Texas 78230
Jerry W. Smith	3003 N.W. Loop 410 San Antonio, Texas 78230

ARTICLE SEVEN

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Edward Kliever III	1655 Frost Bank Tower San Antonio, Texas 78205
Richard L. Kerr	1655 Frost Bank Tower San Antonio, Texas 78205
William T. Armstrong III	1655 Frost Bank Tower San Antonio, Texas 78205

ARTICLE EIGHT

COMPENSATION

The corporation is a nonprofit corporation, without capital stock, organized for pleasure, recreation and other nonprofit purposes solely, and no director, officer or employee of the corporation, nor any individual having a

personal or private interest in the activities of the corporation, shall ever be lawfully entitled to receive any profit from the operations of the corporation, except reasonable compensation for services rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE NINE

MEMBERSHIP

Any person shall be entitled to become a member of the association upon submission of application therefor or upon the commencement of payment of dues to the association; provided, however, such membership shall be subject to the payment of any required initiation fees and any other requirements or conditions of membership approval as may be set by the board of directors.

ARTICLE TEN

VOTING RIGHTS

The association shall have three classes of voting membership:

1. "Resident" member shall mean and refer to a member who is the record owner or one leasing from a record owner of a dwelling in The Woods of Shavano subdivision in the city of San Antonio, Texas. Such member shall be entitled to one (1) vote for each dwelling owned or leased. When more than one person holds such interest in any dwelling, e.g., a record owner and his tenant, all such persons shall be members. The vote of such dwelling shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any dwelling.

2. "Nonresident" member shall mean and refer to

any member other than a resident member or developer member, and nonresident members shall be entitled to one (1) vote each.

3. "Developer" member shall mean and refer to S. A. Properties North, Inc., its successors and assigns, if such successors or assigns should acquire more than one lot within The Woods of Shavano subdivision from S. A. Properties North, Inc. for the purpose of development. Developer members shall be entitled to four (4) votes for each lot owned.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of July, 1975.

Edward Kliewer III
Edward Kliewer III

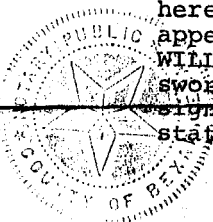
Richard L. Kerr
Richard L. Kerr

William T. Armstrong III
William T. Armstrong III

STATE OF TEXAS
COUNTY OF BEXAR

X
X
X

I, the undersigned authority, a notary public, do hereby certify that on this 10th day of July, 1975, personally appeared before me EDWARD KLIEWER III, RICHARD L. KERR and WILLIAM T. ARMSTRONG III, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.



Barbara L. Dwyer
Notary Public in and for
Bexar County, Texas

BARBARA L. DWYER
Notary Public, Bexar County, Texas

ARTICLES OF AMENDMENT

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

1. The name of the corporation is The Woods of Shavano Community Association, Charter No. 363806-1
2. The following amendment to the articles of incorporation was adopted on March , 1994.

Article Five (5) is amended to read as follows:

This corporation is organized primarily to manage and maintain the property of the Woods of Shavano Subdivision, and other nonprofit purposes, but not for profit. The corporation shall be operated exclusively for such purposes, and no part of its earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation, and is shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

3. The amendment was adopted at a meeting of members held on March , 1994, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

THE WOODS OF SHAVANO COMMUNITY ASSOCIATION

By _____

Philip G. King, Board Member, Treasurer